



**Saskatchewan  
Archaeological Society**

**Bylaws**

**Bylaws of the Saskatchewan Archaeological Society**

(Revised 1982, 1990, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 2000, 2003, 2004, 2005, 2006, 2008, 2009, 2010, 2012, 2013, 2015)

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### **Section 1 - Name**

The name of the organization will be the Saskatchewan Archaeological Society (hereinafter referred to as "the Society"). The Society shall be a non-profit organization incorporated under The Non-Profit Corporations Act of the Province of Saskatchewan.

### **Section 2 - Vision**

The Saskatchewan Archaeological Society will create and foster a deeper public understanding of archaeology and archaeological information, and encourage public support for the preservation of archaeological resources in Saskatchewan, in Canada, and worldwide.

### **Section 3 - Goals**

1. To educate the public about the thousands of years of Saskatchewan's human history and about the discipline of archaeology.
2. To promote the conservation of archaeological heritage resources.
3. To work in partnership with other parties to the benefit of archaeological heritage.
4. To provide and support the provision of financial and human resources and to assist individuals, groups and organizations to be actively and responsibly involved in heritage research, preservation and education efforts.

### **Section 4 – Membership**

Membership categories shall be Individual, Family, Student, Senior Citizen, Institutional, Individual Life, Couple Life and Honourary Life. Membership is open to anyone upon application.

1. Honourary Life Membership may be conferred upon persons who have made noteworthy contributions to the advancement of archaeology or to the welfare of the Society. Nominations for Honourary Life membership may be made by three members of the Society who submit in writing the name of their nominee and his or her qualifications to the Board who may decide on acceptance. Honourary Life members are exempt from the payment of dues and are entitled to all the privileges of membership for the balance of their lives.
2. Life membership shall be **available to** individuals or couples who pay the required dues. Life members shall be entitled to all privileges of membership for the balance of their lives.
3. Family membership shall consist of two or more individuals in a family. Two individuals in that family may vote and hold office. The names of each person comprising the family membership must be submitted to the Society, for record purposes. A family membership shall receive only one copy of each regular Society publication, or notice.
4. Individual **memberships** shall **be available** to those individuals who pay dues.
5. Student membership shall be available to those who are enrolled full time in a **school or post-secondary institution**.
6. Senior citizen membership is available to those 65 years of age and over.
7. Institutional membership is available to institutions, **schools** and **organizations** and includes all Society privileges except voting rights.

### **Section 5 – Maintenance of Membership**

1. Maintenance of membership in the Society is accomplished by payment of annual dues (except in the case of Honourary Life and Life members), and by adherence to the Bylaws of the Society. A member whose dues are unpaid at the beginning of the fiscal year shall not be in good standing and he or she may not vote, hold office, nor be admitted to the annual General Meeting until such time as dues are paid and accepted.

2. The Board may refuse to accept the membership or revoke the membership of anyone whose actions or practices are deemed harmful either to archaeology or the Society.

### **Section 6 – Chapters**

Subsidiary chapters may be established within Saskatchewan. Chapter policies shall be consistent with those of the Society.

Non-members of the Society may hold membership in chapters but may not act as representatives to, nor vote, nor hold office in, the Society.

An application for the establishment of a chapter may be sent to the President after it has been signed by at least five (5) members in good standing with the Society. The President shall present the application to a meeting of the Board and they shall act on the petition within four (4) months of receipt by the President. Each chapter must maintain at least five (5) members in good standing in the Society, on an annual basis.

Chapter affiliation may be dissolved by the Board if the chapter becomes inactive, if it does not maintain the minimum number of Society members as stated above, or if its actions are inconsistent with Society objectives. A chapter may appeal its dissolution to the next general membership meeting, which will decide by majority vote whether the dissolution shall be upheld or the chapter shall be reinstated.

The granting of chapter status to any chapter does not authorize the chapter to incur obligations or liabilities, financial or otherwise, for, or on behalf of the Society. Neither shall the chapter use the emblem or name of the Society, nor shall it represent the Society except as authorized by the Board.

### **Section 7 – Governance**

The administration and operation of the Society shall be directed by the Board.

1. The Officers of this Society shall consist of a President, a First Vice-President, a Second Vice-President and a Treasurer elected from the membership at large by a majority vote at any annual meeting.
2. The Board shall consist of the Officers listed in (a), the elected head of each chapter or its appointed representative who is a Society member, five individuals elected from the membership at large by a majority vote at any annual meeting and the immediate Past President.
3. There shall be a minimum of seven (7) and a maximum of twenty (20) directors.
4. If a Board member, other than a chapter representative, becomes unable or unwilling to perform his/her duties in the Society, the Board may appoint a member of the Society to fulfill the responsibilities of that office until the next annual General Meeting.
5. The President may call and shall preside at all regular and special meetings of the Society and of the Board and shall exercise the customary authority of the Office. The President shall be ex-officio member of all committees of the Society.
6. The First Vice-President shall assume the duties of the President's office during the President's absence.
7. The Second Vice-President shall preside at meetings in the absence of the President and the First Vice-President.
8. The Treasurer shall oversee the financial operation of the Society.

### **Section 8 –Board of Directors**

The Board shall consist of the following:

1. The Society Officers.
2. The immediate Past President.

3. A representative of each chapter.
4. Five (5) individuals elected from the membership-at-large including one position in which the candidate is a member of the First Nation or Métis community.

Only Society members in good standing shall be on the Board.

The immediate Past President shall hold office until the President leaves the position of President. The President, First Vice-President, Second Vice-President, Treasurer and members-at-large who are elected at annual meetings shall hold office for two years.

A Board quorum shall consist of at least six (6) members from the above listing, of whom at least two (2) are Officers.

No individual may hold office on the Board for more than three (3) consecutive terms in the same office. The person appointed as a Chapter representative is not subject to this limitation.

### **Section 9 – Indemnity of Directors and Officers**

The Society shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Society's request as a director or officer of a body corporate of which the Society's directors or officers are members, or of which the Society's directors or officers are members, or of which the Society is or was a member (or a person who undertakes, or has undertaken any liability on behalf of the Society or, any such body corporate) and his/her heirs and legal representatives, against any liability resulting from any third party proceeding against such person (liability shall include, without limitation, judgments, fines, penalties and amounts paid in settlement) and any and all costs, charges and expenses reasonably incurred by him/her in respect of any civil, criminal or administrative, action or proceeding, or any appeal therefrom, to which he/she is made a party by reason of being or having been a director or officer of the Society or such body corporation, **unless**:

1. the liability is caused by the fraudulent or criminal misconduct of the director or officer; or
2. the act or omission of the director or officer that caused the liability constituted an offence against The Non-Profit Corporations Act, any other Act of Saskatchewan or any Act of the Parliament of Canada, **unless** the director/officer had reasonable grounds for believing that his/her conduct was lawful.

Costs, charges and expenses, which are the subject of indemnification, shall include all direct and indirect costs of any type whatsoever including any deductible solicitor/client costs incurred by the person receiving indemnification.

Any indemnification provided for herein shall be promptly advanced to the person eligible for indemnification as the costs, charges or expenses are incurred by such person or when such person becomes subject to a liability as defined, in this section. In the event it is determined that the person is not entitled to be indemnified hereunder, the Society shall have the right to require the indemnified person to repay all amounts provided pursuant to this indemnification. The burden of proving that indemnification or advances are not appropriate is on the Society.

The Society will maintain a policy of directors' and officers' liability insurance to be put in place at the expense of the Society and/or its directors and officers as the Board of Directors may from time to time determine.

### **Section 10 - Meetings**

A general membership meeting shall be held once every year for the purpose of electing officers and members-at-large, receiving reports, appointment of an auditor, and the transaction of Society business. The annual general meeting will normally be held in conjunction with the annual conference at which papers of interest to the membership will be presented. Twenty (20) members of the Society, in addition to Board members who are present shall constitute a quorum.

Special membership meetings may be convened by the Board.

The officers separately or the entire Board together shall meet as often as necessary to conduct the Society's business and meet its objectives. Board meetings may be held at the call of the President. The President shall convene a Board meeting if requested to do so by not less than a majority of the Board members.

The President may call special meetings upon seven (7) days' notice to the Board members.

### **Section 11 – Dues**

Annual dues shall be set by the Board. Honourary Life members of the Society are exempt from payment of dues.

### **Section 12 – Amendments to Bylaws**

1. Proposed amendments to these Bylaws shall be submitted in writing to the Board. Such amendments shall also be submitted to the membership at least fifteen (15) days prior to the meeting at which they will be considered by the membership.
2. The Board may require that proposed amendments be presented to the Board not less than sixty (60) days before the meeting at which they will be considered by the membership.
3. A favourable vote of two thirds of the members present at a membership meeting is required for the adoption of an amendment.
4. The Board may amend the Bylaws and the amendment remains in effect until the next meeting of members, at which time if the members do not approve the amendment the amendment is not effective.

### **Section 13 – Dissolution**

In the event of dissolution of the Society, its assets shall, after payment of all liabilities, be divided among the incorporated chapters (Board Dec.6/14; Membership Apr. 25/15).